U.S. Department of Justice

Washington, DC 20530

Exhibit A To Registration Statement

OMB NO. 1105-0003

Pursant to the Foreign Agents Registration Act of 1938, as amended

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

Furnish this exhibit for EACH foreign principal listed in an initial statement

and for EACH additional foreign p	rincipal acquired subsequently.	
1. Name and address of registrant GoodWorks International, LLC 303 Peachtree Street, N.E., Suite 4420 Atlanta, Georgia 30308		2. Registration No. 5414
3. Name of foreign principal Government of the Republic of Angola	4. Principal address of foreign pri Ministerio das Relecc Caixa Postal 1233 Avenida Major Canhand Luanda, Angola	oes Exteriores
5. Indicate whether your foreign principal is one of the following:		
➤ Foreign government		
☐ Foreign political party		
☐ Foreign or domestic organization: If either, check one of ☐ Partnership	the following: Committee	
□ Corporation	□ Voluntary group	
☐ Association	□ Other (specify)	.•
☐ Individual-State nationality		
6. If the foreign principal is a foreign government, state:		
a) Branch or agency represented by the registrant.		
 Name and title of official with whom registrant deals. Dr. Joao Bernardo Miranda — Ministe 	r for Foreign Affairs, M	inistry of Foreign Affair
7. If the foreign principal is a foreign political party, state:		•
a) Principal address.		
b) Name and title of official with whom registrant deals.		
c) Principal aim		
Formerly C	DBD-67	
		FORM CRM-157 SEP. 1996

8. If the foreign principal is not a foreign government or a foreign political party, NOT APPLICABLE.				
a) State the nature of the bu	siness or activity of this foreign princ	ipal		
b) Is this foreign principal				
Supervised by a foreign gove	ner foreign principal	Yes □ No □		
Owned by a foreign government, foreign political party, or other foreign principal			Yes □ No □	
Directed by a foreign government, foreign political party, or other foreign principal			Yes □ No □	
Controlled by a foreign gove	rnment, foreign political party, or oth	er foreign principal	Yes □ No □	
Financed by a foreign govern	nment, foreign political party, or other	r foreign principal	Yes □ No □	
Subsidized in part by a foreign	gn government, foreign political party	, or other foreign principal	Yes □ No □	
NOT APPLICABLE.		<i>:</i>		
10. If the foreign principal is an organ foreign principal, state who owns and	controls it. NOT APPLICABLE		cign political party or other	
Date of Exhibit A September 18, 2001	Name and Title Carlton A. Masters President and CEO	Signature		

U.S. Department of Justice Washington, DC 20530

Exhibit B OMB No. 1105-0007 To Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, an amended

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. One original and two legible photocopies of this form shall be filed for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit. Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant GoodWorks International, LLC	2. Registration No. 5414	
3. Name of Foreign Principal Sovernment of the Federal Republic o	f Angola	

Check Appropriate Boxes:

- 4. EXThe agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
- 5.

 There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- 6.

 The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
- 7. Describe fully the nature and method of performance of the above indicated agreement or understanding. GoodWorks International, LLC will engage in lobbying efforts in the U.S. on behalf of the Government of the Federal Republic of Angola to (1) advance the interest level in trade and commerce between U.S. and Angola business communities and (2) promote improvements of the unique problems pertaining to Angola.

Lobbying U.S. Congressional officials and meeting with U.S. business	
leaders to (1) advance the interest level in tunde and comments between the	

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

leaders to (1) advance the interest level in trade and commerce between the U.S. and Angola and (2) promote improvements of the unique problems pertaining to Angola.

9. Will the activities on behalf of he above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below?

Yes **EX** No \Box

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Lobbying U.S. Congressional officials and meeting with U.S. business leaders to (1) advance the interest level in trade and commerce between the U.S. and Angola and (2) promote improvements of the unique problems pertaining to Angola.

Date of Exhibit B September 18, 2001 Name and Title Carlton A. Masters President and CEO

Signature



MINISTÉ RIO DAS RELAÇÕES EXTERIORES GABINETE DO MINISTRO

REPRESENTATION A GREEMENT BETWEEN THE GOVERNMENT OF ANGOLA AND GOODWORKS INTERNATIONAL, LLC.

INTRODUCTION AND CCIMMITMENT

The Government of the Republic of Angola (GRA), represented by the Ministry of Foreign Affairs (MIREX) and GoodWorks International, LLC (GoodWorks), located at 303 Peachtree Street, NE. Suite 4420, Atlanta, Georga, hitherto referred to as "the parties" agree to establish the following agreement in good faith:

Art. 1

The GRA contracts the services of GoodWorks, who in turn accepts to be contracted, for the purpose of providing representation services, public relations, assistance, advisory services and other tasks on behalf of the GRA in the United States of America (U.S.).

Art. 2

The general objective of this agreement is to reinforce the ties between the GRA and the US Government – Administration and Congress – to ensure the continuation of bilateral relations between Angola and the U.S., and to raise the confidence of US investors in relation to Angola.

<u>Art. 3</u>

Within the context of this agreement, GoodWorks shall provide multi-dimensional representation services, to include intervention on behalf of Angola in the Administration, Congress and other official U.S. institutions, and with to the U.S. private sector, with regard to issues of interest to and which concern Angola, among them, peace and stability, external debt, partnerships with the public and private sectors foreign investment, assistance and development.

<u>Art. 4</u>



GoodWorks shall assist the GRA in the evaluation of legislature that concerns Angola, as adopted by the US Administration and Congress, and would play an active role in the improvement and reinforcement of a positive political and economic image of Angola in the U.S.

Art. 5

Subject to the terms stipulated in this agreement, GoodWorks shall work in close collaboration with the Embassy of Angola in Washington DC.

LOBBYING STRUCTURE

Art. 6

Duties of GoodWorks

- 1. With respect to the US Government and Official Institutions, GoodWorks shall:
 - a. Work in close collaboration with the US government, including the Congress and the White House, to promote relations between the US and the IERA.
 - b. Positively influence, in favor of Angola, the US position at the World Bank and the International Monetary Fund, through the Treasury Department, USAID and the Department of State, among other agencies.
 - c. Positively influencing the US position on Angola within the United Nations.
 - d. Positively influence US trade policy in favor of Angola, with special emphasis or the Africa Growth and Opportunity Act.

2. With respect to the Private Sector, GoodWorks shall:

- a. Endeavor to establish and strengthen relations between the GRA and the US private sector, through the Corporate Council on Africa, the Angola-US Chamber of Commerce, the US Chamber of Commerce, he US Corporate Council on International Understating and the Council on Foreign Trade.
- b. Maintain close relations with the US petroleum industry US in order to ensure the development of this sector in Angola.
- c. Seeking support for the inclusion of Angola among the beneficiaries of the Africa Growth and Opportunity Act.
- 3. Public Relations. In this context, GoodWorks shall:

- a. Maintain close relations with the more influential mass media. written press, radio and television in the US, through which the image of Angola shall be projected as a nation striving for peace, stability and development.
- b. Provide regular information to the media through press releases, articles and the transcription of official communications of the GRA.
- c. Maintain close relations with NGOs that work with Africa in areas such as human rights, economic development, conflict resolution and peacekneping.
- d. Maintain strong ties to academic institutions to promote, alongside them, forum: that focus on the interests of the GRA.

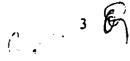
Advisory Services and Assistance

Apart from lobbying activities and representation services on behalf of the GRA. Good Works shall provide direct assistance to the GRA, including the President, the Minister for Foreign Relations, the Angolan Ambassador to the United States, and other Angolan officials as indicated by the GRA. Such advisory services and assistance shall include political diplomatic, economic and security issues. GoodWorks shall also assist the Embassy of Angola in Washington during the official and/or working visits of Angolan officials, as indicated by the Embassy: GoodWoks shall execute special projects and specific tasks within the context of this agreement, at the request of the President, the Ministry of Foreign Relations, and the Angolan Ambassador to the U.S.

OBLIGATIONS OF THE GRA

Art. 7

- a. It is the duty of the GRA to provide any data and information deemed necessary for the full execution of the services of GoodWorks as established in this agreement. GoodWorks commits to ensuring that Angolan confidential data and information, including state and trade secrets within the context of services rendered to Angola, shall remain the property of the GRA. This material cannot be divulged without the expressed consent of the GRA.
- b. The GRA shall also facilitate the necessary visas and documentation for travel to Angola by GoodWorks staff.
- c. It is the duty of the GRA to facilitate the personal documentation of GoodWorkii staff, deemed necessary for the normal execution of GoodWorks' activities within Angolan territory, as well as provide assistance with ground transportation.



RENUMERATION

<u>Art. 8</u>

The GRA shall pay \$500,000.00 for a period of one year. The amount shall be paid in four equal payments, quarterly.

Wire transfer to:

Name of Account:

GoodWorks International, LLC

303 Peachtree Street, NE

Suite 4420

Atlanta GA 30308

Name of Bank:

Account Number: ABA Routing:

Contact:

Bank of America, U.S.A.

Lisa Keller, Vice President
Corporate & Executive Banking

Bank of America, N.A. 600 Peachtree Street

20th Floor

Atlanta, GA 30308

Telephone:

Fax:

(404) 607-5894

(404) 607-5000

VALIDITY

<u>Art. 9</u>

The contract is valid for a period of one year, effective 30 days from the date of its signature by the two parties.

RENEWAL

Art. 10

The contract can be renewed annually, pending the signature of both parties.

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MODIFICATION

Art. 11

The contract can be modified by mutual agreement by both parties and in writing.

JURISDICTION

Art. 12

Any differences that may arise from the application of this contract shall be resolved amicably by both parties. Otherwise, the contract shall be applied in accordance with the laws of the State of Virginia, (USA).

Art. 13

This agreement ex sts in Portuguese and English versions. Both are equally authentic.

AGREEMENT/PL/,CE/DATE ...

In Witness Wherecf, the Government of the Republic of Angola and GoodWorks International, LLC, agree to execute this contract on the day, year and the place set forth below.

For GRA Jean The wel de Obitets	gr GoodWork	SIKA ANDONOR
Signature Frol Verin	; Signature:	gite of twom
Place: Luanga	Place:	LUANDA
Date: 08/06/2001		de Junho de 2001